

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF  
GREAT WESTERN OPERATING COMPANY,  
LLC FOR AN ORDER TO POOL ALL  
INTERESTS IN AN APPROXIMATE 640-ACRE  
DRILLING AND SPACING UNIT ESTABLISHED  
FOR SECTION 16, TOWNSHIP 6 NORTH,  
RANGE 67 WEST, 6TH P.M., FOR THE  
CODELL-NIOBRARA FORMATION, UNNAMED  
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW Great Western Operating Company, LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 640-acre drilling and spacing unit for the drilling of the Greenspire FD 16-22HN Well, the Greenspire FD 16-23HN Well, the Greenspire FD 16-25HN Well, the Greenspire FD 16-34HC Well, the Greenspire FD 16-34HN Well, the Greenspire FD 16-35HC Well, the Greenspire FD 16-35HN Well, the Greenspire FD 16-36HN Well, the Greenspire FD 16-37HC Well, the Greenspire FD 16-37HN Well, the Greenspire FD 16-38HC Well, and the Greenspire FD 16-38HN Well, (collectively, the "Wells")<sup>1</sup> for the development of the Codell-Niobrara Formation on the following described lands:

Township 6 North, Range 67 West, 6<sup>th</sup> P.M.  
Section 16: All

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant holds the right to operate in the Application Lands.
3. On January 7, 2013, the Commission entered Order No. 407-741 which, among other things, established an approximate 640-acre drilling and spacing unit for certain described lands including the Application Lands and approved a total of seven (7) horizontal wells to be located within the unit for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formations.
4. Applicant has concurrently filed with this Application an application requesting that the Commission authorize five (5) additional horizontal wells, for a total of twelve (12) horizontal wells in Section 16, Township 6 North, Range 67 West, 6th P.M. to efficiently and

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<sup>1</sup> API Numbers – to be determined.

economically recover the oil, gas and associated hydrocarbons from within the unit for the development of the Codell-Niobrara Formation ("Concurrent Application"). Said Concurrent Application is scheduled to be heard at the July 29, 2013 Commission Hearing.

5. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands in the Codell-Niobrara Formation underlying the following approximate 640-acre drilling and spacing unit:

Township 6 North, Range 67 West, 6<sup>th</sup> P.M.  
Section 16: All

(hereafter "Drilling and Spacing Unit").

6. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the Wells to the Codell-Niobrara Formation on the Application Lands.

7. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of each of the Wells, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

8. That in order to prevent waste and to protect correlative rights, all interests in the Drilling and Spacing Unit should be pooled for the orderly development of the Codell-Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and the Drilling and Spacing Unit for the development of the Codell-Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the Wells in the Drilling and Spacing Unit to the Codell-Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to each of the Wells drilled to develop the Codell-Niobrara Formation in the Drilling and Spacing Unit comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

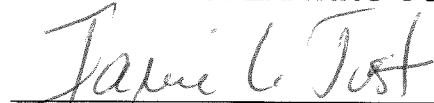
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 30, 2013.

Respectfully submitted:

**GREAT WESTERN OPERATING COMPANY, LLC**

By:



Jamie L. Jost  
Gregory J. Nibert Jr.  
Beatty & Wozniak, P.C.  
Attorneys for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202  
(303) 407-4499

Applicant's Address:

Great Western Operating Company, LLC  
ATTN: K. Wade Pollard  
1700 Broadway, Suite 650  
Denver, Colorado 80205

VERIFICATION

STATE OF COLORADO                    )  
  ) ss.  
CITY AND COUNTY OF DENVER)

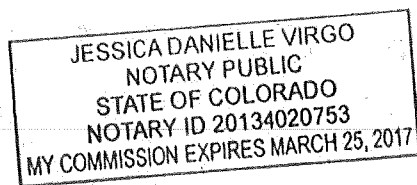
K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager for Great Western Operating Company, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

K. Wade Pollard #  
K. Wade Pollard  
Land Manager  
Great Western Operating Company, LLC

Subscribed and sworn to before this 30 day of May, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: March 25, 2017

Jessica Danielle Virgo  
Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
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IN THE MATTER OF THE APPLICATION OF  
GREAT WESTERN OPERATING COMPANY,  
LLC FOR AN ORDER TO POOL ALL  
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FOR SECTION 16, TOWNSHIP 6 NORTH,  
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CODELL-NIOBRARA FORMATION, UNNAMED  
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

## AFFIDAVIT OF MAILING

STATE OF COLORADO )  
 )ss.  
CITY AND COUNTY OF DENVER )

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

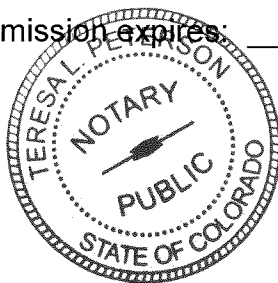
That she is the attorney for Great Western Operating Company, LLC, that on or before June 10<sup>th</sup>, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public

## EXHIBIT A

Lot Holding Investments, LLC  
301 Centennial Dr  
Milliken CO 80543

Gary E. Bendickson and Lory M.  
Bendickson  
44 Veronica Dr  
Windsor CO 80550

Serjio Saenz and Korena M. Saenz  
54 Veronica Dr  
Windsor CO 80550

Town of Windsor  
301 Walnut St  
Windsor CO 80550

Ehrlich Consolidated Investments, LLC  
18538 Chesapeake Cir  
Johnstown CO 80534

Robert J. Wooden and Kelly L. Wooden  
75 Veronica Dr  
Windsor CO 80550

Linda M. Putnam and Mary A. Putnam  
65 Veronica Dr  
Windsor CO 80550

Helen G. Niekelski Trust, dated October  
7, 2010  
211 Saratoga Dr  
Windsor CO 80550

Bradley J. Walker and Cynthia V.  
Walker  
221 Saratoga Dr  
Windsor CO 80550

Brian M. Burnette and Heidi J. Burnette  
231 Saratoga Dr  
Windsor CO 80550

John B. Houtchens  
822 7 St Ste 270  
Greeley CO 80631

Windmills, LLC  
301 Centennial Dr  
Milliken CO 80534

Kyle A. Schnell and Megan M. Schnell  
610 Moonglow Dr  
Windsor CO 80550

Kathleen P. Taylor  
520 Moonglow Dr  
Windsor CO 80550

Jason Buschmann and Dawn M.  
Buschmann  
141 Veronica Dr  
Windsor CO 80550

Leonard J. Hood and Lisa Marie Hood  
530 Moonglow Dr  
Windsor CO 80550

Jacob A. Campbell and Candra A.  
Campbell  
74 Veronica Dr  
Windsor CO 80550

Robert M. Fry and Joan M. Fry  
109 Veronica Dr  
Windsor CO 80550

John M. Hamilton and Kristin L.  
Hamilton  
540 Moonglow Dr  
Windsor CO 80550

Aaron J. Lopez and Sara A. Lopez  
84 Veronica Dr  
Windsor CO 80550

Roger E. Weinmeister and Kimberly J.  
Weinmeister  
231 N Chimney Park Dr  
Windsor CO 80550

Matt Chase and Christine Chase  
215 N Chimney Park Dr  
Windsor CO 80550

Daniel L. Chase Revocable Trust,  
dated August 4, 2004  
105 Chimney Park Dr  
Windsor CO 80550

Ann M. Chase Revocable Trust,  
dated August 4, 2004  
105 Chimney Park Dr  
Windsor CO 80550

Timothy R. Stadem and Beth H. Stadem  
107 N Chimney Park Dr  
Windsor CO 80550

Michael Lee Christensen and Gillian  
Mary Christensen  
225 N Chimney Park Dr  
Windsor CO 80550

Robert C. Bradley, III  
Marilyn J. Bradley  
227 N Chimney Park Dr  
Windsor CO 80550

Erick W. Drescher  
229 N Chimney Park Dr  
Windsor CO 80550

John R. Heppner and Paula J. Heppner  
125 Chimney Park Dr  
Windsor CO 80550

Jewel D. Nickel  
Donovan J. Nickel  
127 Chimney Park Dr  
Windsor CO 80550

Donald J. Stavely and Carmen M.  
Stavely,  
129 Chimney Park Dr  
Windsor CO 80550

Bojacs, Inc.  
252 Clayton St  
Denver CO 80206

KMS Sixth Street Commercial  
Condominium  
128 6th St #B  
Windsor CO 80550

KMS of Colorado, LLC  
631 Birch St Ste A  
Windsor CO 80550

Matthew Ellis and Jacquelyn R. Ellis  
1109 Nantucket St  
Windsor CO 80550

Santiago Nino, III and Monica C. Nino  
127 N 6th St  
Windsor CO 80550

Michael K. Householder  
Carol A. Householder  
455 Pelican Cove  
Windsor CO 80550

Duane Bertsch and Deborah Bertsch  
PO Box 636  
Windsor CO 80550

Bojacs, Inc.  
252 Clayton St  
Denver CO 80206

BNSF Railway Company  
c/o The Corporatio Company, register  
agent  
1675 Broadway, Suite 1200  
Denver CO 80202

Wind Shore, LLC  
35209 HWY 257  
Windsor CO 80550

The Forbes-McKay Post 109,  
The American Legion  
PO Box 836  
Windsor CO 80550

Martin and Martin Properties, LLC  
4125 W Noble Ave Ste 381  
Visalia CA 93277

Other Side of the Rainbow, LLC  
9 Elm  
Windsor CO 80550

Ocean Blue, LLC  
406 Main St  
Windsor CO 80550

Mona McCarthy  
410 Elm St  
Windsor CO 80550

Denise L. Marquardt  
414 A Main St  
Windsor CO 80550

Manweiler and Hess, LLC  
10625 CR 72  
Windsor CO 80550

Janice Elaine Glines  
418 Main St  
Windsor CO 80550

Norlarco Credit Union  
PO Box 528  
Ft Collins CO 80522

Golden Delaney, LLC  
201 Cattail Bay  
Windsor CO 80550

Karen M. Kunz  
30991 CR 17  
Windsor CO 80550

Jerry L. Steele and Janet Steele  
1428 Grand Ave  
Windsor CO 80550

Maurice J. Pike and Patty L. Pike  
7233 CR 72  
Windsor CO 80550

Star Contracting, Inc.  
C/O Windsor Old Town Rentals  
914 Walnut St  
Windsor CO 80550

G. John Brunner and Sherron A.  
Brunner,  
Mary Brunner  
33847 Siasconset Rd  
Windsor CO 80550

William Rexford and Dianna Rexford  
11316 CR 70  
Windsor CO 80550-3220

516 Main Street, LLC  
2413 Turnberry Rd  
Ft Collins CO 80524

Clement M. McNaney and Tish M.  
McNaney  
PO Box 248  
Windsor CO 80550

Windsor Enterprises, Inc.  
526 Main St  
Windsor CO 80550

Thomas E. Schmittling and  
Marmeth A. Schmittling  
530 Main St  
Windsor CO 80550

Windsor-Severance Historical Society,  
Inc.  
C/O Gene Morey  
501 Ash St  
Windsor CO 80550



G. John Brunner and Sherron A.  
Brunner, Mary Brunner, John G.  
Brunner, Joann Koehler  
33847 Siasconset Rd  
Windsor CO 80550

Regent Broadcasting of Fort Collins, Inc.  
100 E River Center Blvd 9th Floor  
Covington KY 41011

M & M Ventures, LLC  
612 Main St  
Windsor CO 80550

Stephen E. Lord and Victoria R. Lord,  
3215 Grand Canyon St  
Fort Collins CO 80525

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Stavely  
129 N Chimney Park Dr  
Windsor CO 80550

MAPA Investments, LLC  
354 North Shore Cir  
Windsor CO 80550

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Durol-Folbrecht  
33700 CR 15  
Windsor CO 80550

Alex Medina and Dora M. Medina  
114 N 6th St  
Windsor CO 80550

Donald R. Best and Marilyn L. Best  
609 Ash St  
Windsor CO 80550-5125

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Ft Collins CO 80528

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631 Ash St  
Windsor CO 80550

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107 7th St  
Windsor CO 80550

Duane R. Best and Marla Swanson  
625 Ash St  
Windsor CO 80550

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Windsor CO 80550

Martha Maxwell  
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Karen Frances Oldright  
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Windsor CO 80550

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Windsor CO 80550

The Kathleen E. Clause Trust  
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Windsor CO 80550

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Ft Collins CO 80521-1417

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and John V. Masters  
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Windsor CO 80550

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317 N 7th St  
Windsor CO 80550

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Windsor CO 80550

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Kingery  
862 Durum St  
Windsor CO 80550

TMJ Investments, LLC  
353 Northshores Cir  
Windsor CO 80550

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6 Main St  
Windsor CO 80550

Georgia S. Holden  
10 Main St  
Windsor CO 80550

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Walter  
14 Main St  
Windsor CO 80550

Edith L. Walter  
18 Main St  
Windsor CO 80550

R. Kent McDaniel  
22 Main St  
Windsor CO 80550

US Fuel & Food Corporation  
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Loveland CO 80537

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PO Box 758  
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112 Main St  
Windsor CO 80550

Colleen Sandra Berens  
116 Main St  
Windsor CO 80550

Kathleen Jones  
120 Main St  
Windsor CO 80550

Douglas E. Morey and Tracey L. Morey  
124 Main St  
Windsor CO 80550

John Jostad and Dinsmore Tuttle  
101 Ash St  
Windsor CO 80550

Elia Briseno and James Barber  
115 Ash St  
Windsor CO 80550

Nadar Ghaffarvand  
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Greeley CO 80634-8822

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121 Ash St  
Windsor CO 80550

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28 Chestnut St  
Windsor CO 80550

John Thomas Buxmann and Mary  
Susanna Buxmann  
129 Ash St  
Windsor CO 80550

Dennis Roberson and Kim Roberson  
1374 Waterwood Dr  
Windsor CO 80550

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1221 Crescent Dr  
Windsor CO 80550

Arlen R. Koehler and Donna R. Koehler  
431 Walnut St  
Windsor CO 80550

Bonnie Londergan Ham and David  
Ham,  
3909 Platte Dr  
Ft Collins CO 80526

Maria L. Rodriguez  
100 Ash St  
Windsor CO 80550

Ronald George Stewart  
30 Ash St  
Windsor CO 80550

Breniman Farms, LLC  
301 E Chestnut  
Windsor CO 80550

Energy and Exploration Partners, LLC  
c/o Northwest Registered Agent, LLC  
1942 Broadway Street, Suite 314C  
Boulder CO 80302

Kern Reservoir and Ditch Company  
C/O Town of Windsor  
301 Walnut St  
Windsor CO 80550

Pal II, Ltd. dba Pal Development  
Corporation  
PO Box 6666  
Denver CO 80206-0666

Hall-Windsor Family Partnership, LLC  
c/o Peter H. Ziemke, Registered Agent  
301 Centennial Drive  
Milliken CO 80543

Amigo Farms, Inc.  
c/o Robert E. Ehrlich, President  
1853 B Chesapeake Circle  
Johnstown CO 80534

Colorado Department of Transportation  
4201 East Arkansas Avenue  
Denver CO 80222

BN Leasing Corporation  
2650 Lou Menk Drive  
Fort Worth TX 76131

Energy & Exploration Partners, LLC  
Two City Place, Suite 1700  
100 Throckmorton  
Fort Worth, TX 76102

Grizzly Petroleum Company, LLC  
1700 Broadway, Suite 650  
Denver, CO 80290

Meghan Hartmann  
126 Beacon Way, Apt. R  
Windsor, CO 80550

Burlington Northern Railroad Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

Mary Brunner deceased, heir Raymond  
Brunner  
1083 E. Sunscape Way #491  
Casa Granby, AZ 85222

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Windsor, CO 80550

Joann Koehler  
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Longmont, CO 80503

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Fort Worth, TX 76102